

RECORDATION NO. 23785 FILED

ALVORD AND ALVORD
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DEC 27 '01 10:31 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 26, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Purchase of Railroad Equipment dated as of December 26, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Seller: Bank Austria Creditanstalt
Holdings Inc.
150 East 42nd Street
32nd Floor
New York, NY 10017-4679

Lessor: The CIT Group/Equipment
Financing, Inc.
1211 Avenue of the Americas
New York, NY 10036

A description of the railroad equipment covered by the enclosed document is:

50 railcars CHTT 286625 - CHTT 286674

Mr. Vernon A. Williams
December 26, 2001
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Purchase of Railroad Equipment

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF PURCHASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF PURCHASE OF RAILROAD EQUIPMENT, dated as of this 26 day of December, 2001, is made by Bank Austria Creditanstalt Holdings Corporation, a corporation organized under the laws of Delaware with an address at 150 East 42nd Street, New York, NY 10017 (the "Seller") and The CIT Group/Equipment Financing, Inc., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Purchaser" and, together with the Seller, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Seller and the Purchaser entered into that certain Purchase Agreement [CIT] (the "Agreement") dated as of the date hereof covering the equipment listed on Schedule 1 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the transfer of interest in the Equipment to the Purchaser, and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Seller hereby sells all of the Seller's rights, title, and interest in and to the Equipment to the Purchaser in accordance with the terms and conditions of the Agreement, and the Purchaser confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

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SURFACE TRANSPORTATION BOARD

12/20/02 10:00 AM EST 000 0000

IN WITNESS WHEREOF, this instrument has been duly executed by the parties
hereto as of the date first above written.

THE CIT GROUP/EQUIPMENT
FINANCING, INC., as Purchaser

By: 
Name: Stephen Z. Serepca
Title: Senior Vice President

BANK AUSTRIA CREDITANSTALT
HOLDINGS CORPORATION, as Seller

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this _____ day of _____, 2001, before me, a Notary Public in and for said County and State, personally appeared _____, the _____ and _____, the _____ of Bank Austria Creditanstalt Holdings Corporation, who acknowledged themselves to be duly authorized officers of Bank Austria Creditanstalt Holdings Corporation, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

NOTARY PUBLIC

My Commission Expires:

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 26th day of December, 2001, before me, a Notary Public in and for said County and State, personally appeared STEPHEN Z. SEIDMAN, the Senior VP of The CIT Group/Equipment Financing, Inc., who acknowledged him/herself to be a duly authorized officer of The CIT Group/Equipment Financing, Inc., and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


NOTARY PUBLIC

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2004

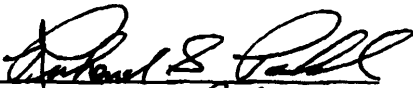
My Commission Expires:


IN WITNESS WHEREOF, this instrument has been duly executed by the parties
hereto as of the date first above written.

THE CIT GROUP/EQUIPMENT
FINANCING, INC., as Purchaser

By: _____
Name:
Title:

BANK AUSTRIA CREDITANSTALT
HOLDINGS CORPORATION, as Seller

By: 
Name: RICHARD PARKIN
Title: SENIOR VICE PRESIDENT

By: 
Name: Alexandre Nouvakhov
Title: Vice President

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 26th day of December, 2001, before me, a Notary Public in and for said County and State, personally appeared Alexandre Novakhou the Vice President and Richard Parkuch, the Senior Vice President of Bank Austria Creditanstalt Holdings Corporation, who acknowledged themselves to be duly authorized officers of Bank Austria Creditanstalt Holdings Corporation, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Jon D. Karnofsky
NOTARY PUBLIC

My Commission Expires:

JON D. KARNOFSKY
Notary Public, State of New York
No. 30-4514328
Qualified in Nassau County
Term Expires August 31, 2005

Schedule 1

Fifty (50) 52' 6" 110-ton gondolas bearing reporting marks as follows
CHTT 286625 – 286674, inclusive.

NYC1 #436045 v1

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/26/01



Robert W. Alvord